



SENI JAYA CORPORATION BERHAD

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(Company No. 279860-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of the Company will be held at Green III, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 31 May 2016 at 10:00 a.m. for the following purposes: -

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note a]
- To approve the declaration of a Single-Tier Final dividend of 1.0 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2015. Resolution 1
- To consider and if thought fit, to pass the Ordinary Resolution in accordance with Section 129 (6) of the Companies Act, 1965. Resolution 2
"That Dato' Blace Teo @ Teo Swee Cheng who is over the age of seventy years old retiring pursuant to Section 129 (6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."
- To re-elect the following Directors who retire pursuant to Article 108 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Datuk Seri Panglima Abdul Azeez Bin Abdul Rahim Resolution 3
 - Dato' Shamsul Falak Bin Abdul Kadir Resolution 4
- To re-appoint Messrs. Deloitte as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Resolution 5

AS SPECIAL BUSINESS:

To consider and, if thought fit, with or without any modifications, to pass the following ordinary resolutions:-

- ORDINARY RESOLUTION 1**
RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR Resolution 6
"THAT to retain Dato' Liew Lee Leong as an Independent Non- Executive Director of the Company until the conclusion of the next Annual General Meeting."
- ORDINARY RESOLUTION 2** Resolution 7
DIRECTORS' FEES
"THAT the Directors' fees of RM379,000/- for the financial year ended 31 December 2015 be hereby approved for payment."
- ORDINARY RESOLUTION 3** Resolution 8
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other ordinary business of which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that a Single-Tier Final dividend of 1.0 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2015, if approved by the shareholders at the Twenty-Third Annual General Meeting, will be paid on 15 July 2016 to shareholders whose names appear in the Record of Depositors on 24 June 2016.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 24 June 2016 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

YAU JYE YEE (MAICSA 7059233)

Company Secretaries

Kuala Lumpur

29 April 2016

Explanatory Notes on Ordinary and Special Business

(a) Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(b) Ordinary Resolution 1 – Retention of Independent Non-Executive Director

The Board of Directors has via the Nomination Committee conducted an annual performance appraisal and assessment of Dato' Liew Lee Leong ("Dato' Liew") who has served as Independent Non- Executive Director since 28 March 2008 and will reach the nine (9) year term limit on 28 March 2017. Dato' Liew has met the independent guidelines set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Board considers him to be independent. Recommendation was made on the following justifications:-

- Dato' Liew has met the independent guidelines set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirement.
- Dato' Liew has been with the Company for more than eight (8) years therefore understands the business operations of the Company.
- Dato' Liew actively participates and contributes to the discussion and deliberation of the Board and Board Committees. He is the Chairman of the Nomination Committee as well as the Audit Committee. He has diligently attended all of the meetings held for the Board and Board Committees for the financial year ended 31 December 2015.
- Dato' Liew has exercised due care and diligence during his tenure as an Independent Non- Executive Director.

(c) Ordinary Resolution 2 – Directors' Fees

The Ordinary Resolution 2, if approved, will authorise the payment of Directors' fees pursuant to Article 97(a) of the Articles of Association of the Company.

(d) Ordinary Resolution 3 – Authority to Issue Shares

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The proposed ordinary resolution, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's current and/or future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in an extraordinary general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Notes: -

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 24 May 2016 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at this meeting is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where the member appoints two (2) or more proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act 1965, shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.